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2450 N.E. 135th Street, #902
N. Miami, Florida 33181
Day) 305-576-5522
Eve) 305-947-4479

December 21, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 25 PM 3:16

RE: INTERNATIONAL BLUEWATER MARINE SERVICES, INC.

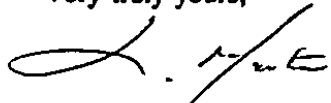
Dear Sirs:

With reference to the above-captioned corporation, enclosed please find the following:

1. Original and one copy of the Articles of Incorporation.
2. Check in the amount of \$122.50 made payable to the Secretary of State representing formation fee of \$70.00 and \$52.50 for certification.

Should you require any additional information, please contact the undersigned at the above numbers. Thank you for your prompt attention to this matter.

Very truly yours,



LOLA MARTIN

Enclosures
LM:tbm

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EFFECTIVE DATE

12/21/95

ARTICLES OF INCORPORATION

OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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INTERNATIONAL BLUEWATER MARINE SERVICES, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be INTERNATIONAL BLUEWATER MARINE SERVICES, INC., and the initial address of this corporation shall be P.O. Box 610442, N. Miami, Florida 33261-0442.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
600	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

This corporation shall commence its existence effective as of December 21, 1995, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 2450 N.E. 135 Street, N. Miami, Florida 33181, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Lola Martin.

ARTICLE VI

This corporation shall have at least two (2) directors, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

Neil R. Maclaren
2450 N.E. 135 Street, #902
N. Miami, Florida 33181

Lola Martin
2450 N.E. 135 Street, #902
N. Miami, Florida 33181

ARTICLE VIII

The name and address of the Incorporator is Lola Martin, 2450 N.E. 135 Street, # 902, N. Miami, Florida 33181.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum

at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 21st day of December, 1995.


Lola Martin, Incorporator

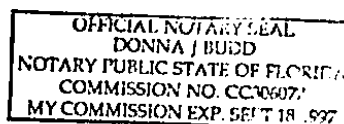
STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Lola Martin, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that she executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 21st day of December, 1995.


Notary Public
State of Florida

My Commission Expires:

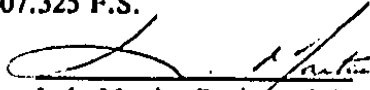


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is submitted:

First, that International Bluewater Marine Services, Inc., desiring to organize under the laws of the State of Florida, has named Lola Martin, 2450 N.E. 135 Street, N. Miami, Florida 33181, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.325 F.S.


Lola Martin, Registered Agent

DATED this 21st day of December, 1995.

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